

MINUTES OF AN ORGANIZATIONAL MEETING OF THE
BOARD OF DIRECTORS

OF

ROCK METROPOLITAN DISTRICT

Held: Thursday, July 14, 2022, at 11:00 a.m. via Zoom
teleconference.

Attendance

The organizational meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualifications to serve, were in attendance:

Ben Both
Timothy Westbrook
Jonathan Adkins
Eric Isaacson
Pat Rice

Also present were Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; and Carrie Bartow, CliftonLarsonAllen, LLP, District Accountant.

Call to Order/Declaration of Quorum

Ms. Murphy noted that a quorum of the Board was present and called the meeting to order.

Director Conflict of Interest Disclosures

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Murphy inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Consider Election of Officers; President, Secretary, Treasurer

The Board engaged in general discussion regarding the Appointment of Officers. Following discussion, upon a motion duly made and seconded, the Board unanimously appointed

Director Rice as President, Director Westbrook as Treasurer, Director Both as Secretary, District Isaacson and Director Adkins as Assistant Secretary.

Approval of Agenda

Ms. Murphy reviewed the proposed agenda with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

Ms. Murphy reviewed the items on the consent agenda with the Board. Ms. Murphy advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, acknowledged, ratified and adopted:

- Special District Disclosure Notices Pursuant to § 32-1-809, C.R.S.;
- Special District Disclosure Notices Pursuant to § 32-1-104.8, C.R.S.;
- Resolution Designating the District’s 24-Hour Posting Location;
- Resolution Adopting the Colorado Special District Records Retention Schedule;
- Public Records Request Policy;
- Resolution Adopting Personal Data Privacy Policy;
- Resolution Adopting an Electronic Signature Policy;
- Resolution Providing for the Defense and Indemnification of Directors and Employees of the Districts; and
- Special District Disclosure Pursuant to Service Plan.

Legal Matters

Discuss and Consider Adoption of 2022 Annual Administrative Resolution

Ms. Murphy reviewed the 2022 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the 2022 Annual Administrative Resolution.

Insurance & Liability

Discuss Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds and

The Board reviewed the memorandum. No action taken.

Designated Agent
Endorsements

Discuss Insurance Requirements (public official's liability, general liability, workers' compensation, comprehensive crime) and Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association

The Board engaged in discussion regarding general liability and property schedule and limits. Following discussion, upon a motion duly made and seconded, the Board unanimously directed legal counsel to bind property and liability coverage, with no excess liability insurance or worker's compensation coverage, approved the Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool, and authorized membership in the Special District Association.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

The Board engaged in discussion regarding the Agency Services Agreement with T. Charles Wilson Insurance Services. Following discussion, upon a motion duly made and seconded, the Board determined not to engage an insurance broker at this time.

**Engagement of
Consultants**

Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services

Ms. Murphy reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron to the Board. Ms. Murphy stated as she is not independent as to the engagement, the Board is advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement.

Consider Approval of Engagement Letter with CliftonLarsonAllen LLP for Accounting Services

Ms. Bartow reviewed the Engagement Letter with CliftonLarsonAllen, LLP with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the engagement with CliftonLarsonAllen, LLP for Accounting Services.

Consider Approval of Contract with Heather Sosa for Website Design

Ms. Murphy reviewed the Contract with Heather Sosa for Website Design Services. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Contract with Heather Sosa for Website Design Services.

Consider Approval of Funding and Reimbursement Agreement (Operations and Maintenance) with Toll Southwest, LLC

Ms. Murphy reviewed the Funding and Reimbursement Agreement with Toll Southwest, LLC with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Funding and Reimbursement Agreement with Toll Southwest, LLC.

Other Legal Matters.

None.

Financial Matters

Consider Approval of Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Number

Ms. Murphy presented the Form SS-4 Application for Federal Employer Identification Number, Application for Colorado Sales Tax Exemption Number, and Application for Assignment Of PDPA Number (the “Applications”) to the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Applications.

Discuss and Consider Establishment of Bank Account and Authorize Signers on the Account (with all checks requiring two signatures)

The Board engaged in general discussion regarding the establishment of bank accounts and authorizing signers on the accounts. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized establishing a bank account at FirstBank , approved all Board Members as authorized signers, and approved Director Rice and Director Isaacson as authorized users for Bill.com.

Conduct Public Hearing on 2022 Budget

Director Rice opened the public hearing on the proposed 2022 Budget. Ms. Murphy noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution Adopting 2022 Budget

Ms. Bartow reviewed the 2022 Budget and Budget Resolution with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the Resolution Adopting 2022 Budget.

Other Financial Matters

None.

Other Business

Director Adkins noted that the Plat will be recorded in early September. The closing on the land will be in September and construction will begin shortly after.

Adjournment

There being no further business to come before the Board and following discussion, upon a motion duly made, the Board unanimously determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Ben Both

[Ben Both \(Oct 20, 2022 16:36 MDT\)](#)

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 19th day of October, 2022.